

ITT

March 10, 1980

RECEIVED
APR 15 1 30 PM '80

I. C. C.
FEE OPERATION

RECORDATION NO. 10684-A Filed 1425

ITT Industrial Credit Company

A Financial Service of ITT

2190 North Loop West, Suite 102

Houston, Texas 77018

Telephone (713) 688-8832

APR 15 1980 - 1 45 PM

No. 0-106A080

Date APR 15 1980

Fee \$ 50.00

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington D.C. 20423

Dear Sir:

Enclosed for recordation under the provisions of 49 U.S.C. §11303 and the regulations thereunder are two counterparts of a Transfer Agreement dated December 19, 1979. These transfer agreements are to take the place of the original Security Agreements dated July 25, 1979 and August 13, 1979, under the name of Trumix Concrete Company.

The first Security Agreement was dated July 25, 1979 and was recorded on July 30, 1979, recordation number 10684. A general description of the railroad equipment covered by that agreement and the attached transfer agreement is: Forty-One (41) Portec 100 ton, 42 foot open-top hopper railroad cars, S/N's TCCX0300 thru and including TCCX0340, each with two (2) bottom drop gates, together with all attachments, replacements, substitutions, and additions thereto whether now owned or hereafter acquired.

The second Security Agreement was dated August 13, 1979 and was recorded on August 15, 1979, recordation number 10747. A general description of the railroad equipment covered by that agreement and the attached transfer agreement is: Nineteen (19) Portec 100 ton, 42 foot open-top hopper railroad cars, S/N's TCCX0341 thru and including TCCX0359, each with two (2) bottom drop gates, together with all attachments, replacements, substitutions, and additions thereto whether now owned or hereafter acquired.

The names and addresses of the parties to the enclosed documents are:

Debtor: TCCX Corporation
830 Erveling Lane
New Braunfels, Texas 78130

Secured Party: ITT Industrial Credit
Company
2190 North Loop West
Suite 102
Houston, Texas 77018

The undersigned is the Area Credit Manager of ITT Industrial Credit Company (Secured Party) mentioned in the enclosed document and has knowledge of the matters set forth therein.

C. T. Kasper
Candy P. P.

Please return the recorded copies of the Transfer Agreements to
Charles T. Kappler Esp., Alvord & Alvord, 200 World Center Building,
918 16th Street, N.W. Washington, D.C. 20006.

Very truly yours,

ITT INDUSTRIAL CREDIT COMPANY

BY: Bill Shirley
Bill Shirley
Area Credit Manager

Enc.

RECORDATION NO. 10684-A Filed 1425

APR 15 1980 - 1 45 PM

INTERSTATE COMMERCE COMMISSION

State of Texas }
County of }

SS

C E R T I F I C A T E

The undersigned, Jelen Hooper, a Notary Public in and for Harris County, Texas, states that she compared the attached copy of the Transfer Agreement (Security Agreement-Chattel) dated December 19, 1979 between Trumix Concrete Company, Debtor, and TCCX Corporation, Transferee, and ITT Industrial Credit Company, Secured Party, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 7th day of April, 1980.

Jelen Hooper
Notary Public in Harris County, Texas
My Commission Expires September 11, 1980
Bonded by Alexander Lovett, Lawyers Surety Corp.

10684-A

TRANSFER AGREEMENT
(Security Agreement - Chattel)

Date DECEMBER 19, 1979

THIS AGREEMENT, by and between Trumix Concrete Company

of 5711 Gold, Houston, Texas

hereinafter called DEBTOR, and TCCX Corporation

of 830 Erveling Lane, New Braunfels, Texas 78130

INDUSTRIAL CREDIT COMPANY, a Nevada corporation, hereinafter called SECURED PARTY, witnesseth:

WHEREAS, on July 25, 1979, DEBTOR entered into a Security Agreement (Chattel) and Note, which Security Agreement granted to SECURED PARTY a security interest in the following described collateral:

Forty-one (41) Portec 100 ton, 42 foot open-top hopper railroad cars, S/N's TCCX0300
thru and including TCCX0340, each with two (2) bottem drop gates, together with all att-
achments, replacements, substitutions and additions thereto.

WHEREAS, DEBTOR is desirous of selling, and TRANSFEREE is desirous of purchasing whatever interest DEBTOR has in said collateral, and of the amount agreed to be paid by the DEBTOR there remains unpaid the sum of \$ 1,292,866.80, and the said Security Agreement provides that the above named DEBTOR shall not sell or dispose of the collateral without the written consent of the SECURED PARTY.

NOW, THEREFORE, DEBTOR, for and in consideration of One Dollar and other valuable consideration paid to DEBTOR by TRANSFEREE, hereby sells and assigns to TRANSFEREE, all of DEBTOR'S right, title and interest in and to the above mentioned collateral, subject to the terms of said Security Agreement.

In consideration of the written consent of SECURED PARTY, DEBTOR and TRANSFEREE hereby promise jointly and severally to pay the unpaid balance as above stated to SECURED PARTY and TRANSFEREE hereby assumes all the obligations of DEBTOR contained in said Security Agreement and any note or notes as though TRANSFEREE were the original Debtor, and

IT IS AGREED, that DEBTOR is in no way released from the obligations set forth in said Security Agreement and any note or notes, but is still firmly bound, and DEBTOR consents that SECURED PARTY may, without notice to DEBTOR and without releasing DEBTOR'S liability, elect any remedy and compound or release any right against, and grant extensions of time to TRANSFEREE.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the day and year first above written.

Witness:

A. J. Power

Jo Ann Strader

DEBTOR Trumix Concrete Company

By

James B. Bumgardner, President
(Signature and Title)

TRANSFEREE TCCX Corporation

By

James B. Bumgardner, President
(Signature and Title)

Upon the express agreement that said DEBTOR remain liable on said Security Agreement and any note or notes and that said TRANSFEREE assumes said obligations and that said Security Agreement is to remain in full force and effect, SECURED PARTY hereby consents to the assignment by DEBTOR to TRANSFEREE of DEBTOR'S interest in said Security Agreement and collateral.

ITT INDUSTRIAL CREDIT COMPANY

By

Willie E. Duncan

SECRETARY'S CERTIFICATE

I, A. T. Poovey, do hereby certify that I am the Secretary of TCCX Corporation, a corporation organized and existing under and by virtue of the laws of the State of Texas having its principal place of business in the City of New Braunfels, State of Texas.

That at a special meeting of the Board of Directors of said corporation, duly and regularly called, convened and held in accordance with its bylaws and the laws of said State on the 14th day of December, 19 79, at which a quorum for the transaction of business was present and acting throughout, the following resolution was duly and regularly adopted:

"RESOLVED, that the President (officer) and ---- (officer) of this corporation, or any one of them, be and they are hereby authorized to sell equipment, negotiate loans and enter into leases or a master lease and any supplements thereto from time to time for and on behalf of this corporation with ITT Industrial Credit Company, a Nevada corporation, in such amounts and upon such terms and with such security including a security interest in real estate as said officer or officers shall deem to be in the best interests of the corporation and said officer or officers are hereby authorized and empowered to enter into any agreement renewing, extending, altering, amending or modifying said agreements and contracts at any time from time to time and to execute, for and on behalf of this corporation promissory notes, security agreements, real estate mortgages, leases, master leases and supplements, financing statements, subordination agreements, and such other documents and instruments as may be required by the lender or lessor to effectuate such agreements and contracts."

I further certify that said resolution is not contrary to the Articles of Incorporation or bylaws of said corporation and has not been modified, repealed or rescinded but is in full force and effect and that the authority granted herein shall continue in effect until rescinded in writing delivered to ITT Industrial Credit Company.

I further certify that James B. Bumgardner is President (name) (officer) and Ethel V. Perry is Vice President (name) (officer) of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation this 19th day of December, 1979.

(Corporate Seal)

A. T. Poovey
Secretary

Witness:

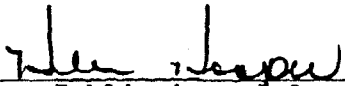
[Signature]

CORPORATE FORM OF ACKNOWLEDGEMENT

STATE OF Texas

County of Harris ss:

On this 6th day of March, 1980, before me personally appeared Willis Duncan, Bill Shirley, to me personally known, who being be me duly sworn, say that they are the Credit Manager and Area Credit Manager, respectively of ITT Industrial Credit Company Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

 Helen Hooper
Notary Public in and for
Harris County, Texas

(Notary Seal)

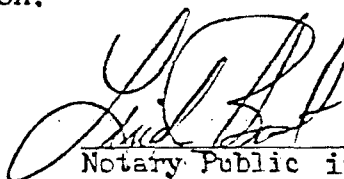
My Commission expires Sept. 11, 1980.

CORPORATE FORM OF ACKNOWLEDGMENT

STATE OF TEXAS

County of HARRIS ss:

On this 19TH day of DECEMBER, 1979, before me personally appeared JAMES B. BUMGARDNER
A.T. POOVEY, to me personally known,
who being by me duly sworn, say that they are the President and Secretary, respectively of TCCX Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.


Linda Bost
Notary Public in and for
Harris County, Texas

(Notarial Seal)

My Commission expires June, 1980.

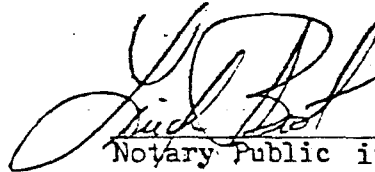
CORPORATE FORM OF ACKNOWLEDGMENT

STATE OF TEXAS

County of HARRIS ss:

On this 19TH day of DECEMBER, 19 , before me personally
appeared JAMES B. BUMGARDNER
JO ANN STRADER, to me personally known,

who being by me duly sworn, say that they are the President and Sec-
retary, respectively of TRUMIX
CONCRETE COMPANY, A Corporation, that the seal
affixed to the foregoing instrument is the corporate seal of said
corporation, that said instrument was signed and sealed on behalf of
said corporation by authority of its Board of Directors, and they
acknowledge that the execution of the foregoing instrument was the
free act and deed of said corporation.


Linda Bost
Notary Public in and for
Harris County, Texas

(Notarial Seal)

My Commission expires June, 1980.